

JAN 20 '98

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LAW OFFICES
MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

CAMBRIDGE, MD
COLUMBIA, MD
EASTON, MD
FREDERICK, MD10 LIGHT STREET
BALTIMORE, MARYLAND 21202-1487TELEPHONE 410-727-6464
FAX 410-385-3700McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D CJOHN A STALFORT
410-385-3424

January 16, 1998

via FEDERAL EXPRESSSurface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mrs. Janice Fort
Recordation

Re: Our File No.: 258-1771

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

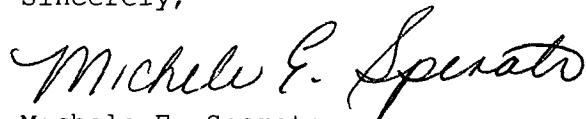
Memorandum of Assignment of Security Agreement and Chattel Mortgage dated as of January 14, 1998 by The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) and Allied Irish Banks plc (Bankcentre, Ballsbridge, Dublin 4 Ireland) which relates to the Memorandum of Security Agreement dated November 19, 1997 between Whitman Leasing, Inc. (3501 Algonquin Road, Rolling Meadows, Illinois 60008) and The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) recorded with the Surface Transportation Board on November 19, 1997 under Recordation No. 20534-K.

Also enclosed is a check in the amount of \$24.00 to cover the costs of recording this document.

Once this document has been recorded, please return the same to the undersigned.

Thank you for your prompt attention to this matter. If you have any questions, please call me at (410) 385-3425.

Sincerely,

Michele E. Sperato
Assistant to John A. Stalfort

Enclosure

RECEIVED
SURFACE TRANSPORTATION BOARD
JAN 20 2 17 PM '98

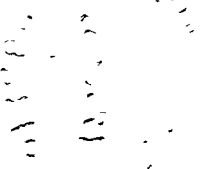
STATE OF MARYLAND

SS:

CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Assignment of Security Agreement and Chattel Mortgage is a true and complete copy of such Memorandum of Assignment of Security Agreement and Chattel Mortgage.

WITNESS my hand and seal this 16th day of January, 1998.


Michelle E. Sperato
Notary Public

My Commission Expires: January 28, 2001

JAN 20 '98

2-17 PM

**MEMORANDUM OF ASSIGNMENT OF
SECURITY AGREEMENT AND CHATTEL MORTGAGE**

THIS MEMORANDUM OF ASSIGNMENT OF SECURITY AGREEMENT AND CHATTEL MORTGAGE (this "Memorandum") is made as of January 14, 1998 by **THE FIRST NATIONAL BANK OF MARYLAND**, a national banking association (the "Assignor") and **ALLIED IRISH BANKS plc** (the "Assignee").

A. The Assignor and the Assignee are parties to that certain Assignment of Master Sublease Documents (the "Assignment") dated as of November 19, 1997 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to the Security Agreement and Chattel Mortgage (the "Security Agreement") between the Assignor, as secured party, and WHITMAN LEASING, INC., as debtor (the "Debtor") dated as of November 19, 1997.

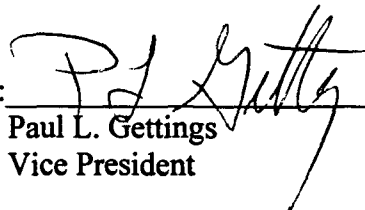
B. Pursuant to the Security Agreement, the Debtor has granted to the Assignor a continuing first priority security interest in and to, all of the Debtor's right, title and interest, whether at the time owned or thereafter acquired, in the following property (the "Collateral"):

- 1) all open top hopper cars (the "Railcars") that are subleased by Assignor to Illinois Central Railroad Company under a certain Master Equipment Sublease, dated as of November 19, 1997;
- 2) all accessories, equipment, parts and appurtenances appertaining or attached to any of the Railcars and substitutions renewals or replacements thereof;
- 3) all rights against third parties, including indemnification rights, arising from any of the Debtor's right, title or interest in and to the foregoing Collateral;
- 4) all instruments, bills of sale and other documents evidencing the foregoing Collateral and all records concerning the foregoing Collateral, including inspection and maintenance records; and
- 5) all proceeds of the foregoing, including insurance proceeds.

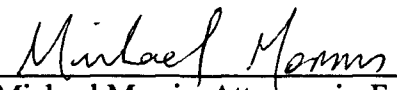
C. A memorandum of the Security Agreement was recorded with the Surface Transportation Board on November 19, 1997 under Recordation No. 20534-K.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

**THE FIRST NATIONAL BANK OF
MARYLAND**

By:  (SEAL)
Paul L. Gettings
Vice President


ALLIED IRISH BANKS plc

By:  (SEAL)
Michael Morris, Attorney-in-Fact

COUNTY OF HOWARD
STATE OF MARYLAND, ~~CITY OF BALTIMORE~~

On this 13th day of January, 1998, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of The First National Bank of Maryland a national banking association, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal


Notary Public

Roger Weaver, Notary Public
State of Maryland
Commission expires Jan. 10, 1999

My commission expires:

STATE OF MD, COUNTY OF HOWARD

On this 13th day of January, 1998, before me, a Notary Public of the City and state aforesaid, personally appeared Michael Morris, to me personally known, who being by me duly sworn, says that he is the duly authorized representative of Allied Irish Banks plc, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal


Notary Public

Roger Weaver, Notary Public
State of Maryland
Commission expires Jan. 10, 1999

My commission expires: